

## **EXHIBIT B**

**DOTCOM VENTURES, L.P.**  
**(FORMERLY ASCII VENTURES, L.P.)**  
**AMENDED & RESTATED**  
**AGREEMENT OF LIMITED PARTNERSHIP**

This Amended and Restated Limited Partnership Agreement of **DOTCOM VENTURES, L.P.** (formerly **ASCII VENTURES, L.P.**) (the "Partnership"), is entered into as of the 1<sup>st</sup> day of April, 1999, by **AV MANAGEMENT, LLC**, a California limited liability company (the "General Partner") and each of the parties designated as limited partners on the signature page attached hereto (the "Limited Partners"). The primary purpose of this Amended and Restated Limited Partnership Agreement is to reflect certain changes required in connection with the admission of new Limited Partners and withdrawals of certain former Limited Partners as set forth in that certain Assignment, Assumption and Amendment Agreement of even date herewith by and between the Partnership, the General Partner, ASCII of America, Inc., CSK Venture Capital Co. Ltd. and various other parties (the "AAA Agreement"). Accordingly, the Partnership's Agreement of Limited Partnership originally executed on or about September 3, 1997, as amended from time to time thereafter, is hereby amended and restated in its entirety as follows:

**1. DEFINITIONS.**

Unless the context requires otherwise, the following terms have the meanings specified in this paragraph:

**1.1 Accounting Period.** An Accounting Period shall be (i) a calendar year if there are no changes in the Partners' respective interests in the profits or losses of the Partnership during such calendar year except on the first day thereof, or (ii) any other period beginning on the first day of a calendar year, or any other day during a calendar year upon which occurs a change in such respective interests, and ending on the last day of a calendar year, or on the day preceding an earlier day upon which any change in such respective interest shall occur.

**1.2 The Act.** The California Revised Limited Partnership Act, as amended from time to time.

**1.3 Affiliate.** An affiliate of, or a party affiliated with, a specified party, including a party that directly, or indirectly through one or more intermediaries, controls, or is controlled by or is under common control with, the party specified.

**1.4 Book Value.** The Book Value with respect to any asset shall be the asset's adjusted basis for federal income tax purposes, except as provided below:

(a) The initial Book Value of any asset contributed by a Partner to the Partnership shall be the fair market value of such asset at the time of contribution, as determined by the General Partner.

IN WITNESS WHEREOF, the parties hereto have executed this AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP for DOTCOM Ventures, L.P., a California limited partnership, in several counterparts, each of which shall be deemed an original, as of the day and year first above written.

**GENERAL PARTNER:**

AV MANAGEMENT, LLC

By: \_\_\_\_\_  
Sada Chidambaram, Manager

By: \_\_\_\_\_  
Stephen Hyndman, Manager

**LIMITED PARTNERS:**

\_\_\_\_\_  
JOHN M. SLOANE  
Print Name

By: \_\_\_\_\_  
John M. Sloane

Title: \_\_\_\_\_

## **EXHIBIT C**



U.S. SMALL BUSINESS ADMINISTRATION

WASHINGTON, D.C. 20416  
**Receiver for PROSPERO VENTURES, L.P.**

666 Eleventh Street, N.W. - Suite 200

Washington, D.C. 20001-4542

Telephone (202) 272-3617 FAX (202) 504-2247; 272-7701

November 10, 2004

Mr. John & Ms. Jane Sloane  
20 Stanley Place  
Hyannis, MA 02601-4616

RE: *USA v. PROSPERO VENTURES, L.P.*, Case No. C 04 - 4351,  
US DC, Northern District of California, San Francisco Division

Dear Mr. John & Ms. Jane Sloane:

The purpose of this letter is to notify you as a limited partner of PROSPERO VENTURES, L.P. ("Prospero") (f/k/a Dotcom Ventures, L.P., f/k/a ASCII Ventures, L.P.) that the U.S. SMALL BUSINESS ADMINISTRATION ("SBA") has been appointed as the RECEIVER ("Receiver") of Prospero. A copy of the **Order Granting Receivership and Permanent Injunctive Relief** entered October 20, 2004 in Case No. C 04 - 4351 (the "Receivership Order") by the United States District Court for the Northern District of California, San Francisco Division (the "Receivership Court"), is enclosed for your review and should be retained in your files. The SBA was appointed Receiver of Prospero based on Prospero's consent (Paragraph 12, Receivership Order). This letter notice is in compliance with Paragraph 4 of the Receivership Order. The second enclosure is a copy of the letter by the SBA appointing the undersigned as the Principal Agent for the SBA as the Court-appointed Receiver of Prospero.

In accordance with the Receivership Order, the Receiver has taken over the control of the assets and operations of Prospero. The Receiver is mandated to administer, marshal, and liquidate Prospero's assets, and to pursue and preserve all of its claims, to satisfy its creditors therefrom in the order of priority as determined by the Receivership Court (Paragraphs 1 and 2, Receivership Order). The Receiver is empowered by the Court with all of the powers and authorities previously possessed by the general partner, officers, directors, managers, investment advisors, and agents of Prospero, all of whom have been dismissed by the terms of paragraph 2 of the Receivership Order. The Receiver is proceeding to marshal and liquidate the portfolio assets of Prospero in an orderly manner to realize the maximum recovery.

The Receiver will file with the Receivership Court periodic Reports on the status of the liquidation of the Prospero Receivership portfolio assets. The Receivership Court will enter its Order establishing a Claims Bar Date pursuant to which all those persons and/or

LP Notice  
November 10, 2004  
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entities having claims against Prospero, the Prospero Receivership Estate, or the assets of Prospero in the possession of the Receiver, must file their claims with the Receiver. The Receiver will report the claims to the Court and will file its recommendations for the disposition of the claims. An actual Notice of the Claims Bar Date will be served on you.

Paragraph 3 of the Receivership Order directs that any person, including the general partner, limited partners, management company, and former officers and directors, having control, custody or possession of any assets or property of Prospero immediately turn such property over to the Receiver. This letter also serves as the Receiver's demand that you remit to the Receiver any property of Prospero which you have in your possession or control.

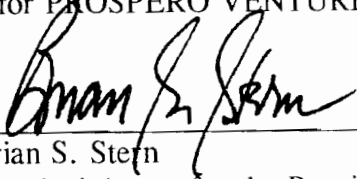
The mailing address of the Receiver for the return of any property of Prospero, and for any other correspondence to the Receiver, is the following:

**Brian S. Stern, Principal Agent  
SBA, Receiver for Prospero Ventures, L.P.  
666 Eleventh St., N.W. - Suite 200  
Washington, DC 2001-4542**

Should you have any questions or wish to discuss any of these matters, please write to the foregoing address or feel free to call me at (202) 272-3604.

Sincerely,  
U.S. SMALL BUSINESS ADMINISTRATION  
Receiver for PROSPERO VENTURES, L.P.

By:

  
\_\_\_\_\_  
Brian S. Stern  
Principal Agent for the Receiver  
Direct Tel: (202) 272-3604

Enclosure

cc: A. A. Speight, SBA O/L  
A. P. Messinger, Esq., SBA OGC

## **EXHIBIT D**





U.S. SMALL BUSINESS ADMINISTRATION  
**Receiver for PROSPERO VENTURES, L.P.**  
WASHINGTON, D.C. 20416  
666 Eleventh Street, N.W. - Suite 200  
Washington, D.C. 20001-4542  
Telephone (202) 272-3617 FAX (202) 504-2247; 272-7701

February 9, 2005

**CERTIFIED MAIL NO. 7001 2510 0003 2422 4728**  
**RETURN RECEIPT REQUESTED**

Mr. John & Ms. Jane Sloane  
20 Stanley Place  
Hyannis, MA 02601-4616

RE: *USA v. PROSPERO VENTURES, L.P.*, Case No. C 04 - 4351,  
US DC, Northern District of California, San Francisco Division

Dear Mr. John & Ms. Jane Sloane:

The Receiver has previously notified you that PROSPERO VENTURES, L.P. ("Prospero") was ordered into Receivership by the Order of the U. S. District Court for the Northern District of California (the "Receivership Court") entered October 20, 2004 (the "Receivership Order") in the captioned case, and that the U. S. Small Business Administration ("SBA") was appointed as the Receiver ("Receiver"). Paragraph 2 of the Receivership Order grants to the Receiver "... all powers, authorities, rights, and privileges heretofore possessed by the general partner, officers, directors, managers ... of Prospero under applicable state and federal law and by the Agreement of Limited Partnership ... ." Another copy of the Receivership Order is enclosed.

In accordance with the Prospero (f/k/a ASCII Ventures, L. P.) Agreement of Limited Partnership, John committed to invest a total of \$1,322,376, and Jane committed to invest a total of \$137,228 in Prospero. Enclosed are copies of the Investor Questionnaire Signature Pages which you both executed on April 14, 1999. In addition, under Power of Attorney, John has committed to invest in Prospero a total of \$49,901 on behalf of Janet M. Mills, and a total of \$49,901 on behalf of Margaret E. Sloane. Enclosed are copies of the Investor Signature Pages executed by John dated April 14, 1999. The total amount of all investment commitments is \$1,559,406. The records maintained by the prior management of Prospero, which have been provided to the Receiver, indicate that the four capital commitments are unfunded in the total amount of \$779,702 (John, \$661,188; Jane, \$68,614; Janet Mills, \$24,950; and Margaret Sloane, \$24,950).

The Receiver hereby makes demand on you for payment of the sum of \$779,702 in satisfaction of your unfunded capital commitment. You are required to forward payment in the full amount to the Receiver not later than March 18, 2005. Payment must be in the form of a bank cashier's check payable to

*SBA, Receiver for Prospero Ventures, L.P.*

SBA IS AN EQUAL OPPORTUNITY EMPLOYER AND PROVIDER



**EXHIBIT D**



February 9, 2005  
LP Demand  
Page 2

which should be mailed to the Receiver at the following address:

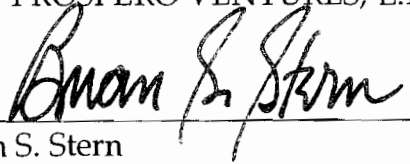
Brian S. Stern, Principal Agent  
SBA, Receiver for Prospero Ventures, L.P.  
666 Eleventh St., N.W. - Suite 200  
Washington, DC 20001-4542.

Your failure to make timely payment in full of your unfunded capital commitment will compel the Receiver to pursue all of its legal rights and remedies available.

Should you have any questions or wish to discuss this matter, feel free to write to the undersigned at the above address or call me directly at (202) 272-3604.

Sincerely,  
U.S. SMALL BUSINESS ADMINISTRATION  
Receiver for PROSPERO VENTURES, L.P.

By:

  
Brian S. Stern  
Principal Agent for the Receiver  
Direct Tel: (202) 272-3604

Enclosure

cc: A. A. Speight, SBA O/L  
A. P. Messinger, Esq., SBA OGC

lpdemand.2

ASCI VENTURES, L.P  
INVESTOR QUESTIONNAIRE SIGNATURE PAGE

The representations and warranties set forth herein, including the information set forth on this signature page, are true and accurate as of the date hereof and shall be true and accurate as of the date of sale of the Interest and shall survive such date. If in any respect such representations and warranties shall not be true and accurate prior to sale of the Interest, the undersigned shall give immediate notice of such fact to the General Partner, specifying which representations and warranties are not true and accurate and the reasons therefor.

LEGAL NAME OF INVESTOR: JOHN M. SLOANE

Type of Investor: Please check the applicable box:

- |                                     |             |                          |       |
|-------------------------------------|-------------|--------------------------|-------|
| <input checked="" type="checkbox"/> | Individual  | <input type="checkbox"/> | Trust |
| <input type="checkbox"/>            | Corporation | <input type="checkbox"/> | Other |
| <input type="checkbox"/>            | Partnership |                          |       |

The undersigned is either (i) an "employee benefit plan" as defined in §3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") (including any plan that is exempt from Title I of ERISA pursuant to §4(b) of ERISA), (ii) a plan described in IRC §4975(e)(1) (including an individual retirement account or annuity), or (iii) any entity the underlying assets of which are deemed to include "plan assets" under ERISA

- ☐ Yes, the undersigned is one of the above.  
☒ No, the undersigned is not any of the above.

Name and Address of  
primary contact person: JOHN M. SLOANE

10 ISLAND ROAD.

STUART, FL 34996

Telephone Number: ( ) 561 219 0446

Fax Number: ( ) 561 219 0446

Other persons who should receive  
Partnership correspondence: \_\_\_\_\_

Please specify your Tax ID Number or  
check the appropriate box:

- |                                     |                             |          |
|-------------------------------------|-----------------------------|----------|
| <input checked="" type="checkbox"/> | Tax ID No.:                 | REDACTED |
| <input type="checkbox"/>            | Exempt under IRC §401(a)    |          |
| <input type="checkbox"/>            | Exempt under IRS §501(c)(3) |          |

Total Capital Commitment: \$ 1,060,000

By: John M. Sloane

Signature

Title: \_\_\_\_\_

Date: 4/14/99

Apr-14-99 07:37P John . Sloane

561-9-0446

P.03

ASCTI VENTURES, L.P.  
INVESTOR QUESTIONNAIRE SIGNATURE PAGE

The representations and warranties set forth herein, including the information set forth on this signature page, are true and accurate as of the date hereof and shall be true and accurate as of the date of sale of the Interest and shall survive such date. If in any respect such representations and warranties shall not be true and accurate prior to sale of the Interest, the undersigned shall give immediate notice of such fact to the General Partner, specifying which representations and warranties are not true and accurate and the reasons therefor.

LEGAL NAME OF INVESTOR

JANE C. SLOANE

Type of Investor: Please check the applicable box:

- ☒ Individual  
☐ Corporation  
☐ Partnership

- ☐ Trust  
☐ Other \_\_\_\_\_

The undersigned is either (i) an "employee benefit plan" as defined in §3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") (including any plan that is exempt from Title I of ERISA pursuant to §4(b) of ERISA), (ii) a plan described in IRC §4975(c)(1) (including an individual retirement account or annuity), or (iii) any entity the underlying assets of which are deemed to include "plan assets" under ERISA.

- ☐ Yes, the undersigned is one of the above  
☒ No, the undersigned is not any of the above.

Name and Address of  
primary contact person:

JANE C. SLOANE  
10 ISLAND ROAD  
STUART FL 34996

Telephone Number:

( ) 561 219 0446

Fax Number:

( ) 561 219 0446Other persons who should receive  
Partnership correspondence:Please specify your Tax ID Number or  
check the appropriate box:

- ☒ Tax ID No.: \_\_\_\_\_  
☐ Exempt under IRC §401(a)  
☐ Exempt under IRS §501(c)(3)

Total Capital Commitment: \$ 110,000By: Jane C. Sloane

Signature

Title: \_\_\_\_\_

Date: 4-14-99

ASCII VENTURES, L.P.  
INVESTOR QUESTIONNAIRE SIGNATURE PAGE

The representations and warranties set forth herein, including the information set forth on this signature page, are true and accurate as of the date hereof and shall be true and accurate as of the date of sale of the Interest and shall survive such date. If in any respect such representations and warranties shall not be true and accurate prior to sale of the Interest, the undersigned shall give immediate notice of such fact to the General Partner, specifying which representations and warranties are not true and accurate and the reasons therefor.

LEGAL NAME OF INVESTOR: JANET M. MILLS

Type of Investor: Please check the applicable box:

☒ Individual ☐ Trust  
☐ Corporation ☐ Other \_\_\_\_\_  
☐ Partnership

The undersigned is either (i) an "employee benefit plan" as defined in §3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") (including any plan that is exempt from Title I of ERISA pursuant to §4(b) of ERISA), (ii) a plan described in IRC §4975(c)(1) (including an individual retirement account or annuity), or (iii) any entity the underlying assets of which are deemed to include "plan assets" under ERISA.

☐ Yes, the undersigned is one of the above.  
☒ No, the undersigned is not any of the above.

Name and Address of  
primary contact person: JANET M. MILLS

89 COURT ORCHARD

WOTTON-UNDER-EDGE, GLOS GL12 7EJ, UK

Telephone Number: ( ) +44 1453 845204

Fax Number: ( ) None

Other persons who should receive  
Partnership correspondence: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please specify your Tax I.D. Number or  
check the appropriate box:

☐ Tax I.D. No.: \_\_\_\_\_  
☐ Exempt under IRC §401(a)  
☐ Exempt under IRS §501(c)(3)

Total Capital Commitment: \$ 40,000

By: Janet Mills  
RE JANET M. MILLS  
Signature UNDER POWER OF ATTORNEY  
Title: \_\_\_\_\_  
Date: 4/14/99

ASCI VENTURES, L.P.  
INVESTOR QUESTIONNAIRE SIGNATURE PAGE

The representations and warranties set forth herein, including the information set forth on this signature page, are true and accurate as of the date hereof and shall be true and accurate as of the date of sale of the Interest and shall survive such date. If in any respect such representations and warranties shall not be true and accurate prior to sale of the Interest, the undersigned shall give immediate notice of such fact to the General Partner, specifying which representations and warranties are not true and accurate and the reasons therefor.

LEGAL NAME OF INVESTOR: MARGARET E. SLOANE

Type of Investor: Please check the applicable box:

- |                                     |             |                          |       |
|-------------------------------------|-------------|--------------------------|-------|
| <input checked="" type="checkbox"/> | Individual  | <input type="checkbox"/> | Trust |
| <input type="checkbox"/>            | Corporation | <input type="checkbox"/> | Other |
| <input type="checkbox"/>            | Partnership |                          |       |

The undersigned is either (i) an "employee benefit plan" as defined in §3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") (including any plan that is exempt from Title I of ERISA pursuant to §4(b) of ERISA), (ii) a plan described in IRC §4975(c)(1) (including an individual retirement account or annuity), or (iii) any entity the underlying assets of which are deemed to include "plan assets" under ERISA.

- ☐ Yes, the undersigned is one of the above.  
☒ No, the undersigned is not any of the above.

Name and Address of  
primary contact person:

MISS M. E. SLOANE

8 PARKLANDS

WITTON, UNDER-EDGE, GLOS GL12 7LT, UK

Telephone Number: ( ) +44 451 842519

Fax Number: ( ) none

Other persons who should receive  
Partnership correspondence:

Please specify your Tax ID Number or  
check the appropriate box:

- ☐ Tax I.D. No: \_\_\_\_\_  
☐ Exempt under IRC §401(a)  
☐ Exempt under IRS §501(c)(3)

Total Capital Commitment: \$ 40,000

John M. Sloan  
 By: For MARGARET E. SLOANE  
 Signature

Title: \_\_\_\_\_

Date: 4/14/99

**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. John & Ms. Jane Sloane  
20 Stanley Place  
Hyannis, MA 02601-4616

2. Article Number  
(Transfer from service label)

7001 2510 0003 2422 4728

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-0381

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☒ Certified Mail☐ Express Mail☐ Registered☐ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes
**U.S. Postal Service**  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

7001 2510 0003 2422 4728

Postage	\$	Postmark Here
Certified Fee		
Return Receipt Fee (Endorsement Required)		
Restricted Delivery Fee (Endorsement Required)		
<b>Total Postage &amp; Fee</b>		
Sent To		
Mr. John & Ms. Jane Sloane		
20 Stanley Place		
Hyannis, MA 02601-4616		
Street, Apt. No. or PO Box No.		
City, State, ZIP+4		

PS Form 3800, January 2001

See Reverse for Instructions